

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LUCKY'S MARKET PARENT COMPANY,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-10166 (JTD)

(Jointly Administered)

**NOTICE OF GLOBAL BID PROCEDURES,
AUCTION, HEARING AND DEADLINES RELATING
TO THE SALE OF CERTAIN OF THE ASSETS OF THE DEBTORS**

PLEASE TAKE NOTICE that on February 13, 2020, the above-captioned debtors and debtors in possession (the “**Debtors**”) in the above-captioned case (the “**Bankruptcy Case**”), filed a *Motion of Debtors for Entry of (I) an Order (A) Approving Global Bid Procedures in Connection with the Sale of the Remainder of the Debtors’ Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (E) Granting Related Relief; and (II) an Order (A) Approving the Sale of the Remainder of the Debtors’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief* [Docket No. 186] (the “**Global Bid Procedures and Sale Motion**”).² The Debtors seeks to complete the sale (each, a “**Sale Transaction**”) of certain of their Assets (as defined below) to a prevailing bidder or bidders (each, a “**Successful Bidder**”) at an auction free and clear of all liens, claims, encumbrances and other interests pursuant to Bankruptcy Code section 363 (each, an “**Auction**”).

PLEASE TAKE FURTHER NOTICE that a complete list of the assets that are, or potentially will be, available for sale pursuant to the Global Bid Procedures is attached hereto as Schedule 1 (the “**Assets**”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Lucky’s Market Parent Company, LLC (2055), Lucky’s Farmers Market Holding Company, LLC (5480), Lucky’s Market Operating Company, LLC (7064), LFM Stores LLC (3114), Lucky’s Farmers Market, LP (0828), Lucky’s Farmers Market Resource Center, LLC (7711), Lucky’s Market Holding Company 2, LLC (0607), Lucky’s Market GP 2, LLC (9335), Lucky’s Market 2, LP (8384), Lucky’s Market of Longmont, LLC (9789), Lucky’s Farmers Market of Billings, LLC (8088), Lucky’s Farmers Markets of Columbus, LLC (3379), Lucky’s Farmers Market of Rock Hill, LLC (3386), LFM Jackson, LLC (8300), Lucky’s Farmers Market of Ann Arbor, LLC (4067), Lucky’s Market of Gainesville, LLC (7877), Lucky’s Market of Bloomington, LLC (3944), Lucky’s Market of Plantation, LLC (4356), Lucky’s Market of Savannah, GA, LLC (1097), Lucky’s Market of Traverse, City, LLC (2033), Lucky’s Market of Naples, FL, LLC (8700), and Sinoc, Inc. (0723).

² Capitalized terms not otherwise defined herein shall have the meanings set forth in the Bid Procedures and Sale Motion.

PLEASE TAKE FURTHER NOTICE that, on February 26, 2020 the Bankruptcy Court entered an order [Docket No. 288] (the “**Global Bid Procedures Order**”) approving the bid procedures set forth in the Global Bid Procedures and Sale Motion (the “**Global Bid Procedures**”), which set the key dates and times related to the sale of the Debtors’ Assets. **All interested bidders should carefully read the Global Bid Procedures.** To the extent there are any inconsistencies between the Global Bid Procedures and the summary description of its terms and conditions contained in this notice, the terms of the Global Bid Procedures shall control.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Global Bid Procedures, the Debtors must receive a Qualified Bid from interested bidders in writing, on or before **March 23, 2020 at 4:00 p.m. (prevailing Eastern Time)** or such later date as may be agreed to by the Debtors (the “**Bid Deadline**”). To be considered, Qualified Bids must be sent to the following at or before the Bid Deadline: (i) counsel for the Debtors, Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, Delaware 19801, Attn: Christopher A. Ward (cward@polsinelli.com), and Polsinelli PC, 2950 N Harwood St #2100, Dallas, TX 75201, Attn: Liz Boydston (lboydston@polsinelli.com), (ii) counsel for Prepetition Secured Lender, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Garrett Fail (Garrett.fail@weil.com), and Richards, Layton & Finger, 920 N King St. Suite 200, Wilmington, Delaware 1980, Attn: Zachary Shapiro (shapiro@rlf.com), and (iii) counsel for the Creditors’ Committee, Hahn & Hessen LLP, 488 Madison Avenue, New York, New York 10022, Attn: Mark S. Indelicato (mindelicato@hahnhausen.com), and Womble Bond Dickinson (US) LLP, 1313 North Market Street, Suite 1200, Wilmington, Delaware 19801, Attn: Matthew P. Ward (matthew.ward@wbd-us.com).

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Global Bid Procedures, if the Debtors receive two or more Qualified Bids by the Bid Deadline for the same Asset Package, an Auction will be conducted on **March 26, 2020 at 10:00 a.m. (prevailing Eastern Time)** at Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, Delaware 19801, or at such other place, date and time as may be designated by the Debtors.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Global Bid Procedures, the Debtors have designated certain Assigned Contracts that may be assumed or assumed and assigned to the Successful Bidder. By February 28, 2020, the Debtors shall send a notice to each counterparty to an Assigned Contract setting forth the Debtors’ calculation of the cure amount, if any, that would be owing to such counterparty if the Debtors decided to assume or assume and assign such Assigned Contract, and alerting such nondebtor party that their contract may be assumed and assigned to the Successful Bidder (the “**Cure and Possible Assumption and Assignment Notice**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Global Bid Procedures, any counterparty that objects to the cure amount set forth in the Cure and Possible Assumption and Assignment Notice must file with the Bankruptcy Court and serve an objection (a “**Cure or Assignment Objection**”) so it is actually received on or before **4:00 p.m. prevailing Eastern Time on March 18, 2020**, by (i) counsel for the Debtors, Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, Delaware 19801, Attn: Christopher A. Ward (cward@polsinelli.com), and Polsinelli PC, 2950 N Harwood St #2100, Dallas, TX 75201, Attn:

Liz Boydston (lboydston@polsinelli.com), (ii) counsel for Prepetition Secured Lender, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Garrett Fail (Garrett.fail@weil.com), and Richards, Layton & Finger, 920 N King St. Suite 200, Wilmington, Delaware 1980, Attn: Zachary Shapiro (shapiro@rlf.com), (iii) counsel for the Creditors' Committee, Hahn & Hessen LLP, 488 Madison Avenue, New York, New York 10022, Attn: Mark S. Indelicato (mindelicato@hahnhausen.com), and Womble Bond Dickinson (US) LLP, 1313 North Market Street, Suite 1200, Wilmington, Delaware 19801, Attn: Matthew P. Ward (matthew.ward@wbd-us.com), (iv) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Ste. 2207 – Lockbox #35, Wilmington, DE 19801, Attn: Timothy Fox, Esq. (timothy.fox@usdoj.gov); and (v) the Clerk of the Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, DE 19801. Where a counterparty to an Assigned Contract files a timely Cure or Assignment Objection asserting a higher cure amount than the amount listed in the Cure and Possible Assumption and Assignment Notice, or an objection to the possible assignment of that counterparty's Assigned Contract, and the parties are unable to consensually resolve the dispute, the amount to be paid under Bankruptcy Code section 365 (if any) or, as the case may be, the Debtors' ability to assign the Assigned Contract to the Successful Bidder will be determined at the Sale Hearing (as defined below).

PLEASE TAKE FURTHER NOTICE that a hearing will be held to approve on or more sales of the Assets to each applicable Successful Bidder (each, a “**Sale Hearing**”) before the Honorable John T. Dorsey, U.S. Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, 5th Floor, Courtroom #5, on **March 30, 2020 at 3:00 p.m. (prevailing Eastern Time)**, or at such time thereafter as counsel may be heard or at such other time as the Bankruptcy Court may determine. A Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing or on the agenda for such Sale Hearing.

PLEASE TAKE FURTHER NOTICE that objections to the relief requested at the Sale Hearing (except for any objection that arises at an Auction) must be filed, comply with the Bankruptcy Rules and Local Rules, and be served so they are actually received by no later than **4:00 p.m. (prevailing Eastern Time) on March 24, 2020** by the following: (i) counsel for the Debtors, Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, Delaware 19801, Attn: Christopher A. Ward (cward@polsinelli.com), and Polsinelli PC, 2950 N Harwood St #2100, Dallas, TX 75201, Attn: Liz Boydston (lboydston@polsinelli.com), (ii) counsel for Prepetition Secured Lender, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Garrett Fail (Garrett.fail@weil.com), and Richards, Layton & Finger, 920 N King St. Suite 200, Wilmington, Delaware 1980, Attn: Zachary Shapiro (shapiro@rlf.com), (iii) counsel for the Creditors' Committee, Hahn & Hessen LLP, 488 Madison Avenue, New York, New York 10022, Attn: Mark S. Indelicato (mindelicato@hahnhausen.com), and Womble Bond Dickinson (US) LLP, 1313 North Market Street, Suite 1200, Wilmington, Delaware 19801, Attn: Matthew P. Ward (matthew.ward@wbd-us.com), (iv) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Ste. 2207 – Lockbox #35, Wilmington, DE 19801, Attn: Timothy Fox, Esq. (timothy.fox@usdoj.gov); and (v) the Clerk of

the Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE that Objections to a sale of the Assets to a Successful Bidder must be filed and served so they are received no later than **4:00 p.m. (prevailing Eastern Time) on March 29, 2020**, by (i) counsel for the Debtors, Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, Delaware 19801, Attn: Christopher A. Ward (cward@polsinelli.com), and Polsinelli PC, 2950 N Harwood St #2100, Dallas, TX 75201, Attn: Liz Boydston (lboydston@polsinelli.com), (ii) counsel for Prepetition Secured Lender, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Garrett Fail (Garrett.fail@weil.com), and Richards, Layton & Finger, 920 N King St. Suite 200, Wilmington, Delaware 1980, Attn: Zachary Shapiro (shapiro@rlf.com), (iii) counsel for the Creditors' Committee, Hahn & Hessen LLP, 488 Madison Avenue, New York, New York 10022, Attn: Mark S. Indelicato (mindelicato@hahnhausen.com), and Womble Bond Dickinson (US) LLP, 1313 North Market Street, Suite 1200, Wilmington, Delaware 19801, Attn: Matthew P. Ward (matthew.ward@wbd-us.com), (iv) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Ste. 2207 – Lockbox #35, Wilmington, DE 19801, Attn: Timothy Fox, Esq. (timothy.fox@usdoj.gov); and (v) the Clerk of the Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE that the Debtors are seeking to waive the fourteen-day stay period under Bankruptcy Rules 6004(h) and 6006(d) in order for the Sale to close immediately upon entry of the Sale Order by this Court.

PLEASE TAKE FURTHER NOTICE that this notice is subject to the full terms and conditions of the Global Bid Procedures and Sale Motion, the Global Bid Procedures Order and the Global Bid Procedures, which shall control in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. A copy of the Global Bid Procedures and Sale Motion, the Global Bid Procedures and the Global Bid Procedures Order may be obtained : (a) upon request from the counsel to the Debtors, Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, Delaware 19801, Attn: Christopher A. Ward and Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201, Attn: Liz Boydston.; (b) for free from the website of the Debtors' noticing agent, Omni Agent Solutions, <http://www.omniagentsolutions.com/LuckysMarket>, and (c) for a fee via PACER by visiting <http://www.deb.uscourts.gov>.

Dated: February 28, 2020
Wilmington, Delaware

Respectfully submitted,

POLSINELLI PC

/s/ Christopher A. Ward

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-and-

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*Counsel to the Debtors and
Debtors in Possession*

Schedule 1

Assets

Name of Contract	Description
Commercial Lease and All Amendments - Ann Arbor, MI by and between Ufer Family Properties, as landlord, and Lucky's Farmers Market of Ann Arbor, LLC, as tenant.	Real Property Lease for Ann Arbor, MI Store Property
Shopping Center Lease and All Modifications - Bloomington, IN by and between PIC Walnut Park LLC, as landlord, and Lucky's Market of Bloomington, LLC, as tenant.	Real Property Lease for Bloomington, IN Store Property
Retail Space Lease - Rock Hill, MO by and between Market at McKnight I LLC, as landlord, and Lucky's Farmers Market of Rock Hill, LLC, as tenant.	Real Property Lease for Rock Hill, MO Store Property
Shopping Center Lease - Lexington, KY by and between Teachers' Retirement System of the State of Kentucky, as landlord, and Lucky's Market of Lexington, KY, LLC, as tenant.	Real Property Lease for Lexington, KY Store Property
Shopping Center Sublease - Orlando, FL by and between Realty Income Properties 4, LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Orlando, FL Store Property
Shopping Center Master Lease and All Amendments - Tallahassee, FL by and between Tallahassee West Tennessee DST, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Tallahassee, FL Store Property
Shopping Center Lease and All Amendments - Springfield, MO by and between Glenstone Marketplace LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Springfield, MO Store Property
Shopping Center Lease - Missoula, MT by and between Southgate Mall Montana II LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Missoula, MT Store Property
Shopping Center Ground Lease and All Amendments - Wheat Ridge, CO by and between Quadrant Wheat Ridge Corners, LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Wheat Ridge, CO Store Property
Shopping Center Lease and All Amendments - Winter Park, FL by and between IRT Partners L.P., as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Winter Park, FL Store Property
Shopping Center Lease (North Naples) - Naples, FL by and between GLL Selection II Florida LP, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Naples, FL Store Property
Shopping Center Lease and All Amendments - Jacksonville, FL by and between Oakleaf Station Land Trust, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Jacksonville, FL Store Property
Property Lease (Distribution Center) - Orlando Florida by and between TLF (Orlando) LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Orlando Florida Distribution Center Property
Building Lease - Niwot, CO by and between Gunbarrel Properties LLC, as landlord, and Lucky's Market Parent Company, LLC, as tenant.	Real Property Lease for Niwot, CO Office Property
Shopping Center Lease and All Amendments - Port St. Lucie, FL by and between Benderson Properties, Inc and Donald Robinson, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Port St. Lucie, FL Store Property
Shopping Center Lease and All Amendments - Boca Raton, FL by and between North Dixie Center LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Boca Raton, FL Store Property
Shopping Center Lease and All Amendments - Port Charlotte, FL by and between Tamiami Investment Partners, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Port Charlotte, FL Store Property
Shopping Center Ground Lease - Dania Beach, FL by and between Dania Live 1748, LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Dania Beach, FL Store Property
Ground Lease and All Amendments - Cape Coral, FL by and between SB-VETS-1, LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Cape Coral, FL Store Property
Shopping Center Ground Lease and All Amendments - Apopka, FL by and between Woolbright Wekiva LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Apopka, FL Store Property
Ground Lease and All Amendments - Clearwater, FL by and between Dixit Properties LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Clearwater, FL Store Property(1)
Shopping Center Lease and All Amendments - Miami, FL by and between Kosoy Kendall Associates, LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Miami, FL Store Property
Shopping Center Lease - Riverview, FL by and between River Bay Plaza BH LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Riverview, FL Store Property
Shopping Center Lease - Brandon, FL by and between DDR KM Shopping Center LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Brandon, FL Store Property(1)
Shopping Center Building Lease and All Amendments - Boca Raton, FL by and between Glades 95th LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Boca Raton, FL Store Property
Shopping Center Ground Lease and All Amendments - Bradenton, FL by and between BRNK Bradenton LLC, as landlord, and Lucky's Market Operating Company, LLC, as tenant.	Real Property Lease for Bradenton, FL Store Property